

Fairy Lake Management Association, Corporation

Article I – Name

The name of the corporation shall be the Fairy Lake Management Association, Corporation., hereinafter designated as “the Association” and abbreviated “FLMA”

Article II – Purpose

The purpose of the Association shall be to manage preserve and protect Fairy Lake through monitoring, treatment and education to ensure that it remains a lake of the highest quality for recreational use by residents who have legal access.

Article III – Objectives

The objectives of the Association are to:

- a. Through environmentally appropriate means reduce the quantity of hydrilla and other undesirable aquatic vegetation to an acceptable level.
- b. Develop, coordinate and implement plans and activities aimed at improving the quality of water in Fairy Lake.
- c. Provide input to government regulatory bodies on issues that affect Fairy Lake.
- d. Promote and provide a forum for the sharing of information and experiences on scientific, administrative, and financial assets of watershed management.
- e. To participate and cooperate with The Florida Lake Management Society and other organizations concerned with lake and watershed improvement and protection.

Article IV – Membership

Section A. Individual Voting Membership

An adult individual who has legal access to Fairy Lake may become a member by a contribution and providing information necessary for contact by the FLMA.

Section B. Civic/Homeowners Association Membership

A Civic/Homeowners Association properly registered with the State of Florida which has legal access to Fairy Lake may become a member via contribution.

Section C. Sustaining Membership – By Contribution

Sustaining members shall be voting members who contribute financial support for the FLMA and its activities. The Board of Directors shall, from time to time, establish various levels of sustaining memberships and appropriate recognition for the donors.

Section D. Annual Dues

Civic/Homeowners’ Association: Columbus Harbor HOA, not less than \$300

Wildmere HOA, not less than \$150

Individual: Not less than \$50 annually

Section E. Membership Year

Membership shall begin January 1 and end December 31. Dues shall be paid by January 31, annually

Section F. Changes in dues

Membership dues, may be reviewed and modified by the Board of Directors or by amending the Bylaws as in accordance with Article XI.

Article V – Meeting

Section A. Annual Meeting

The Annual Meeting shall be held during the Month of March at a time and place approved by the Board. The Secretary shall give at least a twenty-one (21) day's notice of the Annual Meeting to the FLMA membership. This notice shall contain the time and place of the meeting and the agenda.

Section B. Organizational Board Meeting.

The Organizational Meeting of the Board of Director's shall be held as soon as possible following the Annual Meeting in each even numbered year. This meeting is open to all interested parties.

Section C. Special Meeting

Special Meeting shall be called by the President upon written petition stating the purpose of the meeting, or may be called by the President when in the opinion of the President, there is business that should be brought before the membership prior to the next regular meeting. No business may be transacted at a Special meeting other than the stated in the call. The Secretary shall give FLMA members at least fifteen (15) days' notice for the time, place and purpose of the Special meeting.

Section D. Frequency of Board Meetings

The Board of Directors shall meet at least once each quarter, in addition to the Annual Meeting. The Board meeting shall be called by the President, or in his/her absence, the Vice President.

Section E. Notice of Meetings

Notice of meeting may be by first class mail, email, telephone, or advertisement through the Civic/Homeowners' Associations.

Section F. Quorums

A Quorum for the Annual Meeting or a Special meeting shall consist of not less than 10% of the FLMA membership. A quorum for a meeting of the Board of Directors shall be no less than a majority of all the Directors.

Section G. Proxies

In his or her absence, a member or Director may name a proxy to vote and be counted for quorum purpose in his or her absence. Said proxy must have a statement from the absent member or Director naming him or her and must turn the statement into the secretary prior to a quorum count or vote.

Section H. Rules Of Order

All meetings of the Association and the Board shall be conducted in accordance with the current edition of ROBERT'S RULES OF ORDER except where such rules conflict with the bylaws or Florida Statutes.

Article VI - Board of Directors

Section A. Managing the Affairs of the FLMA

The affairs of the FLMA shall be managed by the Board of Directors hereinafter referred to as "the Board." The Board shall consist of not less than three (3) or more than seven (7) voting members, no less than three (3) shall be lake front owners.

Section B. Each Civic/HOA having legal access to Fairy Lake shall be deemed in good standing and may select one of its members to represent them as a Director on the Board.

Section C. Terms of Service

The term of each Director shall be from one Annual meeting to the next. Directors may succeed themselves if returned to the Board through the processes described in VII (B) .

Section D. Vacancies

In the event, that a Director position is vacated or unfilled, a new or replacement Director shall serve out the remainder of the term. Should the Director at large position become vacant, a replacement may be named by a majority vote of all Board members to serve out the remainder of the term.

Section E. Conflicts of Interest

Board members are required to declare a conflict of interest if they or their relatives have any connection with a business or service being considered for engagement by the Association. Any member declaring a conflict of interest shall abstain from voting on the matters. If a Board member is found to have knowingly failed to declare a conflict of interest the member may be removed from the Board for cause by a majority vote of the full Board.

Section F. Compensation

Directors shall serve without pay, but may be reimbursed actual expenses with conducting Association business, provided these reimbursements receive authorization from the Board.

Article VII – Officers

Section A. Officers

The Officers of the Association shall be President, Vice President, Secretary and Treasurer.

Section B. Election of Officers

All officers shall be elected by the Board from among the Directors at the Organizational meeting immediately following the Annual Membership meeting. This meeting shall be open to the public. The Board Meeting shall be called to order by the outgoing President, or in his or her absence, the outgoing Vice-President who shall proceed with the election of the president. Thereafter the newly elected President shall take begin and conduct the individual election of the Vice-President, Secretary and Treasurer. Each winner must receive a majority of the votes cast. Voting may be by show of hands. Officers may succeed themselves.

Article VIII – Duties of Officers and Directors

Section A. President

The President shall preside over all meeting of the Association and the Board. He or she shall appoint the Chair and members of all Committees and may serve as an ex-officio member of any committee. The President shall see that the bylaws and any rules and regulation adopted by the Association or Board are enforced. He or she shall execute all contracts and other instruments which shall have been approved or ratified by the Board. He or she shall prepare and deliver an annual report to the membership. The President shall be an authorized signatory on the Association's bank account(s).

Section B. Vice-President

The Vice-President shall assist the President and shall preside at meetings of the Association and the Board in the absence or vacancy of the President. He or she shall perform such duties as may be assigned by the President or the Board. The Vice-President shall be an authorized signatory on the Associations bank account(s).

Section C. Secretary

The Secretary shall prepare minutes of all the meeting of the Association and the Board. He or she shall maintain all of the permanent records of the Association in an organized and safe fashion and transfer all records to his or her successor. He or she shall maintain an accurate listing of the membership of the Association and shall perform such other duties as may be assigned by the President or the Board.

Section D. Treasurer

The Treasurer shall receive all funds paid to the Association and deposit them in a financial institution designated by the Board of Directors. He or she shall be an authorized signatory on all bank accounts and be responsible for the payment of all bills incurred by the Association as authorized by the Board of Directors. The Treasurer shall make a financial report at the Annual meeting of the members and at each meeting of the Board of Directors. He or she shall keep orderly sets of books which shall include the names and addresses of dues payers and contributors and the amounts paid by each.

Section E. Directors

Each Director shall have as a primary responsibility to serve as a conduit for information between the FLMA and his or her respective Civic/Homeowners' Association's current officers and key persons responsible for communications to its members via newsletter, emails etc.

Article IX – Committees

The President in consultation with the Board shall appoint the Chair and all members to Ad Hoc. Committees and to such Standing Committees as may be established by the Board. The President or Vice President may serve as an ex officio member of all committees. No committee may expend, encumber, or pledge Association funds without the authorization for the Board of Directors.

Article X – Fiscal Year

The fiscal year of the Fairy Lake Management Association, Inc. shall be from January 1, to December 31.

Article XI – Bylaw Amendments

All proposed changes to the Bylaws shall be furnished to all members with the advance notice of the meeting set in place to discuss such amendments. These Bylaws may be amended by majority vote of those Directors and members present at any annual meeting or special meeting called for that purpose with notice as required for these bylaws.

Duly adopted by the Board of Directors

Of the Fairy Lake Management Association Corporation

On the 11th day of November, 2019

Attested to:

By its Secretary, Mark O'Hara

By its President, Peter Katauskas